

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GENERAL MOTORS CORP., et al.,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**VERIFIED STATEMENT OF WILMINGTON TRUST COMPANY
IN ITS CAPACITY AS INDENTURE TRUSTEE PURSUANT TO
RULE 2019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

In accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure, Wilmington Trust Company ("**WTC**"), in its capacity as Indenture Trustee, having an address of its principal place of business at Rodney Square North, 1100 North Market Street, Wilmington, DE 19890, makes the following statement:

1. WTC is the successor-in-interest to Citibank, N.A. ("**Citibank**"), as Indenture Trustee (in such capacity, the "**1990 Trustee**") under that certain Indenture dated as of November 15, 1990 between General Motors Corporation ("**GM**") as issuer and Citibank as indenture trustee (as amended, supplemented or modified, the "**1990 Indenture**," a copy of which is annexed hereto as Exhibit A), for the holders of:

a. \$299,795,000 in original principal amount of 9.40% Debentures, CUSIP No. 370442AN5, issued on July 22, 1991 and due on July 15, 2021 (the "**9.40% Debentures**");

b. \$600,000,000 in original principal amount of 8.80% Notes, CUSIP No. 370442AJ4, issued on March 12, 1991 and due on March 1, 2021 (the "**8.80% Notes**");

c. \$500,000,000 in original principal amount of 7.40% Debentures, CUSIP No. 370442AR6, issued on September 11, 1995 and due on September 1, 2025 (the "**7.40% Debentures**");

d. \$15,000,000 in original principal amount of 9.40% Medium Term Notes, CUSIP No. 37045EAG3, issued on July 22, 1991 and due on September 15, 2021 (the "**9.5% Medium Term Notes**"); and

e. \$48,175,000 in original principal amount of 9.45% Medium Term Notes, CUSIP No. 37045EAS7, issued on December 21, 1990 and due on November 1, 2011 (the "**9.45% Medium Term Notes**," and together with the 9.40% Debentures, 8.80% Notes, 7.40% Debentures, and 9.5% Medium Term Notes, the "**1990 Indenture Notes**").

2. WTC is the successor-in-interest to Citibank, as Indenture Trustee (in such capacity, the "**1995 Trustee**," and in its capacity as both 1990 Trustee and 1995 Trustee, the "**Trustee**") under that certain Indenture dated as of December 7, 1995 between GM as issuer and Citibank as indenture trustee (as amended, supplemented or modified, the "**1995 Indenture**," a copy of which is annexed hereto as Exhibit B, and together with the 1990 Indenture, the "**Indentures**") for the holders of:

a. \$377,377,000 in original principal amount of 7.75% Discount Debentures, CUSIP No. 370442AT2, issued on March 20, 1996 and due on March 15, 2036 (the "**7.75% Discount Debentures**");

b. \$500,000,000 in original principal amount of 7.70% Debentures, CUSIP No. 370442AU9, issued on April 15, 1996 and due on April 15, 2016 (the "**7.70% Debentures**");

c. \$400,000,000 in original principal amount of 8.10% Debentures, CUSIP No. 370442AV7, issued on June 10, 1996 and due on June 15, 2024 (the "**8.10% Debentures**");

d. \$600,000,000 in original principal amount of 6 3/4% Debentures, CUSIP No. 370442AZ8, issued on April 29, 1998 and due on May 1, 2028 (the "**6 3/4% Debentures**");

e. \$1,500,000,000 in original principal amount of 7.20% Notes, CUSIP No. 370442BB0, issued on January 11, 2001 and due on January 15, 2011 (the "**7.20% Notes**");

f. \$575,000,000 in original principal amount of 7.25% Quarterly Interest Bonds, CUSIP No. 370442816, issued on April 30, 2001 and due on April 15, 2041 (the "**7.25% Quarterly Interest Bonds**");

g. \$718,750,000 in original principal amount of 7.25% Senior Notes, CUSIP No. 370442774, issued on July 9, 2001 and due on July 15, 2041 (the "**7.25% Senior Notes due 2041**");

h. \$690,000,000 in original principal amount of 7.375% Senior Notes, CUSIP No. 370442766, issued on October 3, 2001 and due on October 1, 2051 (the "**7.375% Senior Notes due October 1, 2051**");

i. \$875,000,000 in original principal amount of 7.25% Senior Notes, CUSIP No. 370442758, issued on February 14, 2002 and due on February 15, 2052 (the "**7.25% Senior Notes due 2052**");

j. \$1,150,000,000 in original principal amount of 4.50% Series A Convertible Senior Debentures, CUSIP No. 370442741, issued on March 6, 2002 and due on March 6, 2032 (the "**4.50% Series A Convertible Senior Debentures**");

k. \$2,600,000,000 in original principal amount of 5.25% Series B Convertible Senior Debentures, CUSIP No. 370442733, issued on March 6, 2002 and due on March 6, 2032 (the "**5.25% Series B Convertible Senior Debentures**");

l. \$1,115,000,000 in original principal amount of 7.375% Senior Notes, CUSIP No. 370442725, issued on May 19, 2003 and due on May 15, 2048 (the "**7.375% Senior Notes due May 15, 2048**");

m. \$425,000,000 in original principal amount of 7.375% Senior Notes, CUSIP No. 370442BQ7, issued on May 23, 2003 and due on May 23, 2048 (the "**7.375% Senior Notes due May 23, 2048**");

n. \$3,000,000,000 in original principal amount of 8.375% Senior Debentures, CUSIP No. 370442BT1, issued on July 3, 2003 and due on July 15, 2033 (the "**8.375% Senior Debentures**");

o. \$4,300,000,000 in original principal amount of 6.25% Series C Convertible Senior Debentures, CUSIP No. 370442717, issued on July 2, 2003 and due on July 15, 2033 (the "**6.25% Series C Convertible Senior Debentures**");

p. \$1,250,000,000 in original principal amount of 8.250% Senior Debentures, CUSIP No. 370442BW4, issued on July 3, 2003 and due on July 15, 2023 (the "**8.250% Senior Debentures**");

q. \$1,000,000,000 in original principal amount of 7.125% Senior Notes, CUSIP No. 370442BS3, issued on July 3, 2003 and due on July 15, 2013 (the "**7.125% Senior Notes**");

r. \$720,000,000 in original principal amount of 7.50% Senior Notes, CUSIP No. 370442121, issued on June 30, 2004 and due on July 1, 2044 (the "**7.50% Senior Notes**"); and

s. \$1,500,000,000 in original principal amount of 1.50% Series D Convertible Senior Debentures, CUSIP No. 370442691, issued on May 31, 2007 and due on June 1, 2009 (the "**1.50% Series D Convertible Senior Debentures**," and together with the 1990 Indenture Notes, the 9.40% Debentures, the 7.70% Debentures, the 8.10% Debentures, the 6 3/4% Debentures, the 7.20% Notes, the 7.25% Quarterly Interest Bonds, the 7.25% Senior Notes due 2041, the 7.375% Senior Notes due October 1, 2051, the 7.25% Senior Notes due 2052, the 4.50% Series A Convertible Senior Debentures, the 5.25% Series B Convertible Senior Debentures, the 7.375% Senior Notes due May 15, 2048, the 7.375% Senior Notes due May 23, 2048, the 8.375% Senior Debentures, the 6.25% Series C Convertible Senior Debentures, the 8.250% Senior Debentures, the 7.125% Senior Notes, and the 7.50% Senior Notes, the "**Notes**").

3. The Notes are registered in the name Cede & Co.

4. The claims of the beneficial holders of the Notes (the "**Noteholders**") and the Trustee under the Indentures consist of the following: (i) all unpaid principal and unpaid interest on all outstanding Notes, plus other amounts due under the Indenture, (ii) the Trustee's fees and expenses, reasonable disbursements, expenses and advances incurred or made by the Trustee, including the reasonable compensation, disbursements and expenses of the Trustee's agents and counsel, and (iii) all other amounts, including all indemnification rights, that are due or become due to the Noteholders and/or the Trustee under the Indentures and the Notes.

5. The Noteholders initially acquired their claims upon their respective purchases of the Notes. However, many of the Noteholders may have purchased their Notes in the secondary market.

6. WTC became the 1990 Trustee pursuant to section 7.11 of the 1990 Indenture as successor-in-interest to Citibank.

7. WTC became the 1995 Trustee pursuant to section 7.11 of the 1995 Indenture as successor-in-interest to Citibank.

8. The Trustee does not own, as Trustee, any claims or Notes of any of the debtors in the above-captioned cases, except as described herein.¹

9. The Trustee reserves the right to supplement or amend this Verified Statement at any time in the future. Nothing stated herein is with prejudice to any right or remedy that the Trustee may have on behalf of itself or the Noteholders and all such rights are expressly reserved.

10. The undersigned is authorized to make the foregoing statements and verifies that such statements are accurate.

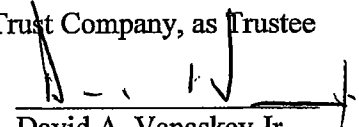
¹ In addition to its role as Indenture Trustee under the 1990 Indenture and the 1995 Indenture (defined below), as of the Petition Date WTC acted as Owner Trustee under the following equipment financing arrangements (collectively, the "**Equipment Financings**"): (i) G.M. Cadillac Trust Indenture and Security Agreement dated as of December 3, 1985 between Wilmington Trust Company as Owner Trustee and The Connecticut Bank and Trust Company, National Association as Indenture Trustee; (ii) El-Mo III Trust A Trust Indenture and Security Agreement dated as of September 27, 2000 between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee and First Security Bank, N.A. as Indenture Trustee; (iii) El-Mo III Trust B Trust Indenture and Security Agreement dated as of September 27, 2000 between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee and First Security Bank, N.A. as Indenture Trustee; and (iv) El-Mo III Trust C Trust Indenture and Security Agreement dated as of September 27, 2000 between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee and First Security Bank, N.A. as Indenture Trustee. WTC has issued a notice of resignation in connection with the Equipment Financings; however, as of the date hereof, a successor has not yet been appointed.

Dated: Wilmington, Delaware

June 29, 2009

Wilmington Trust Company, as Trustee


By:


David A. Vanaskey Jr.
Vice President

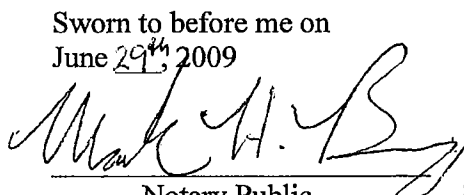
STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) ss:

David A. Vanaskey Jr. being duly sworn, deposes and says that:

I am a Vice President of Wilmington Trust Company and have read the foregoing Verified Statement. The Verified Statement is true and correct to the best of my knowledge, information and belief, and I am duly authorized to execute such Verified Statement on behalf of Wilmington Trust Company.


David A. Vanaskey Jr.

Sworn to before me on
June 29th, 2009


Notary Public
MARK H. BRZOSKA
Notary Public - State of Delaware
My Comm. Expires Jan. 6, 2010

